

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

BROOKLYN RENAISSANCE, LLC,

Chapter 11
Case No. 15-43122-CEC

Debtor.

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**ORDER (I) APPROVING BIDDING PROCEDURES,
(II) APPROVING BREAK-UP FEE, AND (III) SCHEDULING
AN AUCTION AND SALE HEARING WITH RESPECT TO
THE SALE OF THE DEBTOR'S REAL PROPERTY LOCATED
AT 555-557 UNION STREET, BROOKLYN, NEW YORK ONLY**

Upon the motion (the “Motion”) of Brooklyn Renaissance, LLC, the above captioned debtor and debtor-in-possession in the above-captioned Chapter 11 case (the “Debtor”), by its attorneys, DelBello Donnellan Weingarten Wise & Wiederkehr, LLP, seeking entry of an Order (i) establishing bidding procedures to govern the sale of certain of the Debtor’s real property located at 84 Clinton Avenue, Brooklyn, NY, 300 Van Brunt Street, Brooklyn, NY and 555-557 Union Street, Brooklyn, NY (“555-557 Union”) (collectively, the “Properties”), as further defined in the Purchase and Sale Agreements (the “APAs”, annexed to the Motion as Exhibits C, D and E), respectively dated August 8, 2015, August 10, 2015 and August 30, 2015 between the Debtor and the purchasers set forth in the APAs (the “Purchasers”); (ii) approving Break-Up Fees (as defined in the APAs); (iii) scheduling an auction to sell the Properties, subject to higher and better bids (the “Auction”); and (iv) scheduling a hearing to approve the Sales of the Properties in accordance with the Auction (the “Sale Hearing”); and the Motion as it relates to the properties location at 84 Clinton Avenue, Brooklyn, New York and 300 Van Brunt Street, Brooklyn, New York *only* having been adjourned until November 18, 2015 at 3:00 p.m.; upon the Objection to the Motion filed by Maspeth Federal Savings and Loan Association and the Limited Objection to the

Motion filed by FIA 555 Union Holdings, LLC; and upon the pleadings and the record before the Court made during hearing held on October 21, 2015 to consider those portions of the Motion which were not adjourned which relate to the sale of 555-557 Union Street, Brooklyn, New York (the “Union Street Relief”) only, it is hereby

ORDERED, that the Motion is granted with respect to the Union Street Relief, to the extent set forth herein. All objections to the Union Street Relief requested in Part I of the Motion that have not been withdrawn, waived, or settled as announced to the Court at the hearing on this Motion are overruled; and it is further

ORDERED, the APA providing for the sale of 555-557 Union is hereby approved and the Debtor is authorized, subject to final approval by the Bankruptcy Court, to sell at the Sale Hearing, the Debtor is authorized to sell 555-557 Union pursuant to 11 U.S.C. Section 363(b), (f) and (m) free and clear of all liens, claims, encumbrances and interests (collectively, “Liens”) with all such Liens to attach to the proceeds of sale in the same nature, extent, validity and priority as such Liens existed on the date of the filing of the Chapter 11 case; and it is further

ORDERED, that all proceeds of sale not otherwise authorized by the Bankruptcy Court to be paid at the closing of the sale of 555-557 Union Street shall be held in Debtor’s counsel’s escrow account pending further Order of the Bankruptcy Court; and it is further

ORDERED, that the Debtor is authorized to conduct an auction for the sale of the 555-557 Union Street in accordance with the Bidding Procedures annexed hereto as **Exhibit “A”** (the “Bidding Procedures”) which Bidding Procedures are hereby approved; and it is further

ORDERED, that notice of the contemplated sale and auction of 555-557 Union Street shall be advertised in the *New York Law Journal* no less than two (2) weeks prior to the auction

thereof and shall display signage on 555-557 Union Street for the same period of time; and it is further

ORDERED, that the deadline for submitting bids to become Qualified Bidder is November 17, 2015 at 10:00 a.m., and should be submitted to Debtor's counsel, DelBello Donnellan Weingarten Wise & Wiederkehr, LLP, One North Lexington Avenue, White Plains, New York 10601, Attn: Jonathan S. Pasternak, Esq. and Erica Feynman Aisner, Esq. prior to the date of the Auction or by hand delivery to Debtor's counsel on the date of the Auction, or such other location as may be determined and noticed in advance by the Debtor; and it is further

ORDERED, that JJC Real Estate LLC ("Purchaser") shall be deemed a Qualified Bidder; and it is further

ORDERED, that the Debtor shall determine whether a submitted bid is a Qualified Bidder. In the event that a dispute arises between the Debtor and any other party as to whether or not a bidder is a Qualified Bidder these parties may request a determination by this Court; and it is further

ORDERED, that if any Qualified Bids are received in accordance with the Bidding Procedures, the Debtor will conduct an Auction before a Court reporter commencing on November 17, 2015 at 11:00 a.m. at the United States Bankruptcy Court, Eastern District of New York, 271-C Cadman Plaza East, Brooklyn, New York 11201, Room 3554, or such other location as may be determined and noticed in advance by the Debtor and timely communicated to all entities entitled to attend the Auction; and it is further

ORDERED, that the Debtor shall designate the Successful Bidder and Back-up Bidder at the conclusion of the Auction; and it is further

ORDERED, that if no Qualified Bid, other than the Qualified Bid of Purchaser, is timely received, the Debtor may exercise its right to cancel the Auction, and is authorized to proceed to seek approval of Purchaser's Qualified Bid at the Sale Hearing; and it is further

ORDERED, that the Break-Up Fee due the Purchaser under the APA is hereby approved and shall constitute an administrative expense of the Debtor's bankruptcy estate pursuant to Sections 503(b) and 507(a)(2) of the Bankruptcy Code to be paid in full at the closing on any Competing Bid, provided, however that the Break-Up Fee will only be payable upon the closing on an offer made by a party other than Purchaser for 555-557 Union Street pursuant to the approved Bidding Procedures; and it is further

ORDERED, that the APA providing for the sale of 555-557 Union Street is hereby deemed supplemented to provide that the purchase price therein shall be allocated \$1.9 million dollars for 555 Union Street and \$1.9 million dollars for 557 Union Street; and it is further

ORDERED, that in the event that the successful bid for the Properties is greater than the initial bid of the Purchaser, the purchase price shall be allocated 50% between 555 Union Street and 557 Union Street; and it is further (CEC)

ORDERED, that a hearing shall be held before an Honorable Carla E. Craig, United States Bankruptcy Judge, at the United States Bankruptcy Courthouse, 271-C Cadman Plaza East, Brooklyn, New York 11201, Courtroom 3529 on November 18, 2015 at 3:00 p.m., (the "Sale Hearing"), to confirm the results of the Auction, authorize the sale of 555-557 Union Street based upon the results of the Auction, and grant such other related relief as may be deemed necessary or proper by the Court; and it is further

ORDERED, that counsel to the Debtor shall file with the Bankruptcy Court a report of Qualified Bids in advance of the Sale Hearing; and it is further

ORDERED, that objections to the relief to be considered at the Sale Hearing shall be filed no later than seven (7) days prior to the Sale Hearing before 5:00 p.m. (EST). with the Bankruptcy Court at the Court's website <https://ecf.nysb.uscourts.gov/cgi-bin/login.pl> (password and log in required), with a copy delivered directly to Chambers and served upon counsel to the Debtor, DelBello Donnellan Weingarten Wise & Wiederkehr, LLP, One North Lexington Avenue, White Plains, New York 10601, Attn: Jonathan S. Pasternak, Esq. and Erica F. Aisner, Esq, and it is further

ORDERED, that, notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that to the extent that this Order is inconsistent with any prior order or pleading with respect to the proposed sale transaction, the terms of this Order shall govern; and it is further;

ORDERED, that the Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order; and it is further

ORDERED, that the Debtor shall serve this Order along with the Bidding Procedures, (a) by first class mail upon: (i) the Office of the U.S. Trustee; (ii) all taxing authorities; (iii) counsel to the Purchaser; (iv) all counterparties to each of the Debtor's executory contracts and/or leases; (vi) all known creditors of the Debtor; (vii) all entities known or reasonably believed to have asserted a lien, claim, interest, or encumbrance in 555-557 Union Street, (viii) all parties that have requested notice pursuant to Bankruptcy Rule 2002 and (b) by either first class mail or email to all parties who have previously expressed an interest in acquiring any of the Debtor's property or who

the Debtor reasonably believes may have an interest in acquiring the Debtor's property, within three (3) business days of entry of this Order.

Dated: Brooklyn, New York
October 30, 2015



Carla E. Craig

Carla E. Craig
United States Bankruptcy Judge